

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

GARY FRIEDRICH ENTERPRISES, LLC and  
GARY FRIEDRICH,

Plaintiffs,

- against -

MARVEL ENTERPRISES, INC., MARVEL  
ENTERTAINMENT, INC., MARVEL  
STUDIOS, INC., MARVEL CHARACTERS,  
INC., HASBRO, INC., TAKE-TWO  
INTERACTIVE, COLUMBIA TRI-STAR  
MOTION PICTURE GROUP, COLUMBIA  
PICTURES INDUSTRIES, INC., CRYSTAL  
SKY PICTURES, RELATIVITY MEDIA LLC,  
MICHAEL DELUCA PRODUCTIONS, INC.,  
SONY PICTURES ENTERTAINMENT, INC.  
and SONY CORPORATION OF AMERICA,

Defendants.

08-CV-01533 (BSJ) (JCF)

DECLARATION OF STEVEN PAUL

Steven Paul hereby declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am the President of Crystal Sky Pictures ("Crystal Sky"), one of the defendants in the above-captioned action. I submit this declaration in opposition to Plaintiffs' motion to re-transfer venue of this action from the Southern District of New York to the Eastern District of Missouri.

2. Crystal Sky is a California limited liability company with its principal and only place of business in Los Angeles, California. Crystal Sky does not have any offices or any employees located in Missouri.

3. Crystal Sky currently anticipates that the following party witnesses will testify on its behalf:

(a) A representative of Crystal Sky will testify concerning Crystal Sky's licensing of the rights to utilize the rights in and to the Ghost Rider character and the other characters at issue in this action for the Ghost Rider movie, Crystal Sky's involvement in the production of the movie and Crystal Sky's revenues and expenses relating to its use of the Ghost Rider rights and involvement in the Ghost Rider movie. Crystal Sky's activities relating to the licensing of the rights for the Ghost Rider movie took place primarily in Los Angeles and to a lesser extent in New York, its accounting functions are conducted out of its offices in California, and the representative who will testify on behalf of Crystal Sky will be a California-based employee. All of Crystal Sky's business records relating to Ghost Rider and the other characters at issue in this action are located in Los Angeles, California.

4. It would be much more convenient for Crystal Sky to litigate this action in the Southern District of New York or the Central District of California, than it would be for Crystal Sky to litigate this action in the Eastern District of Missouri. Crystal Sky conducts business from time to time in New York, and can coordinate its meetings in New York with any appearances it needs to make in connection with its defense of this action. Crystal Sky does not conduct any business in Missouri, and has no business reason to travel there.

Executed on May 28, 2008 in Los Angeles, CA.

  
STEVEN PAUL